

RECORDATION NO. 18859-LL FILED

JUL 13 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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July 13, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Warranty Bill of Sale (SPT 1994-C), dated as of June 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Commission and Board under Recordation Number 18859.

The name and address of the party to the enclosed document are:

Seller: Union Pacific Railroad Company (successor to  
Southern Pacific Transportation Company)  
1400 Douglas Street  
Omaha, NE 68179

Section Chief  
July 13, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive: UP 2928.


A short summary of the document to appear in the index is:

Warranty Bill of Sale (SPT 1994-C).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**WARRANTY BILL OF SALE  
(SPT 1994-C)**

Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), a Delaware corporation (the "*Seller*"), in consideration of one dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), not in its individual capacity but solely as Owner Trustee (the "*Buyer*") under the Trust Agreement (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C), dated as of January 15, 1994, between the Buyer in its individual capacity and the Seller, hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto the Buyer, all of the Seller's right, title and interest in and to the item of equipment identified in Exhibit A attached hereto and made a part hereof, together with all parts, appurtenances or other property attached to or installed on such item of equipment (collectively with and including such parts, appurtenances and other property, the "*Unit*"), indicated in Exhibit A attached hereto

To have and to hold, all and singular, the rights to the Unit to the Buyer and its successors and assigns forever

The Seller hereby warrants to the Buyer and its successors and assigns that the Seller is the lawful owner of good and marketable, legal and beneficial title to the Unit, that the Seller has the right to sell the same, that good and marketable title to the Unit is conveyed to the Buyer free and clear of all claims, liens, security interests, encumbrances and rights of others of any nature whatsoever arising prior to the delivery of such Unit, and the Seller covenants that it shall warrant and defend such title to the Unit against all such claims and demands whatsoever.

This Warranty Bill of Sale shall in all respects be governed by, and construed in accordance with the law of the State of New York (excluding the laws applicable to conflicts of choice of law), including all matters of construction, validity and performance

IN WITNESS WHEREOF, the Seller has caused this Warranty Bill of Sale to be duly executed by its officer thereunto duly authorized on this 30<sup>th</sup> day of June, 2010.

[Remainder of page intentionally blank.]

UNION PACIFIC RAILROAD COMPANY  
(successor to Southern Pacific Transportation  
Company), as the Seller

By

Name

Title

A handwritten signature in dark ink, appearing to read "Gary W. Grosz", is written over a horizontal line.

Gary W. Grosz  
Assistant Treasurer

**EXHIBIT A**

EQUIPMENT	QUANTITY	ROAD NUMBER
SD40M-2 Locomotive	1	UP 2928

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/13/10



\_\_\_\_\_  
Robert W. Alvord